

PARTNER COMMUNICATIONS CO LTD
Form SC 13D/A
November 10, 2003

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13D/A
(Amendment No. 1)

Under the Securities Exchange Act of 1934

Partner Communications Company Ltd.
(Name of Issuer)

American Depositary Shares, each representing
one Ordinary Share, par value New Israeli Shekel 0.01
(Title of Class of Securities)

70211M109
(CUSIP Number)

Edith Shih
Hutchison Whampoa Limited
22nd Floor, Hutchison House
10 Harcourt Road
Hong Kong
(852-2128-1188)

(Name, Address and Telephone Number of Person
Authorized to Receive Notices and Communications)

Copies to:
Michael W. Sturrock / Matt Richards
Latham & Watkins LLP
80 Raffles Place #14-20
UOB Plaza 2
Singapore 048624
(65-6536-1161)

September 30, 2003
(Date of Event which Requires
Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition which is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(b) (3) or (4), check the following box ____.

SCHEDULE 13D

CUSIP NO. 70211M109

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1 Name of Reporting Person
S.S. or I.R.S. Identification No. of Above Person

HUTCHISON WHAMPOA LIMITED - Not Applicable

2 Check the Appropriate Box if a Member of a Group

(a)

(b)

3 SEC Use Only

4 Source of Funds

WC

5 Check Box if Disclosure of Legal Proceedings Is Required Pursuant
to Items 2(d) or 2(e)

6 Citizenship or Place of Organization

Hong Kong

NUMBER OF 7 Sole Voting Power

SHARES - 0 -

BENEFICIALLY 8 Shared Voting Power

OWNED BY 78,731,196

EACH 9 Sole Dispositive Power

REPORTING - 0 -

PERSON 10 Shared Dispositive Power

WITH 78,731,196

11 Aggregate Amount Beneficially Owned by Each Reporting Person

78,731,196

12 Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares

13 Percent of Class Represented by Amount in Row (11)

43.3%

14 Type of Reporting Person

HC, CO

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CUSIP NO. 70211M109

1 Name of Reporting Person
S.S. or I.R.S. Identification No. of Above Person

HUTCHISON TELECOMMUNICATIONS (AMSTERDAM) BV - Not Applicable

2 Check the Appropriate Box if a Member of a Group

(a)
(b)

3 SEC Use Only

4 Source of Funds

AF

5 Check Box if Disclosure of Legal Proceedings Is Required Pursuant
to Items 2(d) or 2(e)

6 Citizenship or Place of Organization

Netherlands

NUMBER OF 7 Sole Voting Power

SHARES - 0 -

BENEFICIALLY 8 Shared Voting Power

OWNED BY 16,110,012

EACH 9 Sole Dispositive Power

REPORTING - 0 -

PERSON 10 Shared Dispositive Power

WITH 16,110,012

11 Aggregate Amount Beneficially Owned by Each Reporting Person

16,110,012

12 Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares

13 Percent of Class Represented by Amount in Row (11)

8.9%

14 Type of Reporting Person

CO

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SCHEDULE 13D

CUSIP NO. 70211M109

1 Name of Reporting Person
S.S. or I.R.S. Identification No. of Above Person

ADVENT INVESTMENTS PTE LTD - Not Applicable

2 Check the Appropriate Box if a Member of a Group

(a)
(b)

3 SEC Use Only

4 Source of Funds

AF

5 Check Box if Disclosure of Legal Proceedings Is Required Pursuant
to Items 2(d) or 2(e)

6 Citizenship or Place of Organization

Singapore

NUMBER OF 7 Sole Voting Power
SHARES - 0 -

BENEFICIALLY 8 Shared Voting Power
OWNED BY 62,621,183

EACH 9 Sole Dispositive Power
REPORTING - 0 -

PERSON 10 Shared Dispositive Power
WITH 62,621,183

11 Aggregate Amount Beneficially Owned by Each Reporting Person

62,621,183

12 Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares

13 Percent of Class Represented by Amount in Row (11)

34.4%

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14 Type of Reporting Person

CO

SCHEDULE 13D

CUSIP NO. 70211M109

1 Name of Reporting Person
S.S. or I.R.S. Identification No. of Above Person

COLONIAL NOMINEES LIMITED - Not Applicable

2 Check the Appropriate Box if a Member of a Group

(a) [X]
(b) []

3 SEC Use Only

4 Source of Funds

AF

5 Check Box if Disclosure of Legal Proceedings Is Required Pursuant
to Items 2(d) or 2(e) []

6 Citizenship or Place of Organization

Hong Kong

NUMBER OF 7 Sole Voting Power

SHARES - 0 -

BENEFICIALLY 8 Shared Voting Power

OWNED BY 1

EACH 9 Sole Dispositive Power

REPORTING - 0 -

PERSON 10 Shared Dispositive Power

WITH 1

11 Aggregate Amount Beneficially Owned by Each Reporting Person

1

12 Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares []

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13 Percent of Class Represented by Amount in Row (11)

0.0%

14 Type of Reporting Person

CO

SCHEDULE 13D

CUSIP NO. 70211M109

1 Name of Reporting Person

S.S. or I.R.S. Identification No. of Above Person

CHEUNG KONG (HOLDINGS) LIMITED - Not Applicable

2 Check the Appropriate Box if a Member of a Group

(a)

(b)

3 SEC Use Only

4 Source of Funds

AF

5 Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)

6 Citizenship or Place of Organization

Hong Kong

NUMBER OF 7 Sole Voting Power

SHARES - 0 -

BENEFICIALLY 8 Shared Voting Power

OWNED BY Disclaimed (see 11 below)

EACH 9 Sole Dispositive Power

REPORTING - 0 -

PERSON 10 Shared Dispositive Power

WITH Disclaimed (see 11 below)

11 Aggregate Amount Beneficially Owned by Each Reporting Person

Cheung Kong (Holdings) Limited expressly disclaims beneficial ownership of the Ordinary Shares beneficially owned by Hutchison Whampoa Limited,

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Hutchison Telecommunications (Amsterdam) BV, Advent Investments Pte Ltd and Colonial Nominees Limited

12 Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares

13 Percent of Class Represented by Amount in Row (11)

43.3%

14 Type of Reporting Person

HC, CO

The Statement on Schedule 13D dated May 3, 2002, filed jointly by Hutchison Whampoa Limited, a company incorporated in Hong Kong ("HWL"), Hutchison Telecommunications (Amsterdam) BV, a company incorporated in the Netherlands and an indirect wholly-owned subsidiary of HWL ("HTA"), Advent Investments Pte Ltd, a company incorporated in Singapore and an indirect wholly-owned subsidiary of HWL ("Advent"), Colonial Nominees Limited, a company incorporated in Hong Kong and an indirect wholly-owned subsidiary of HWL ("Colonial"), and Cheung Kong (Holdings) Limited, a company incorporated in Hong Kong and a 49.97% shareholder of HWL ("Cheung Kong"), is hereby amended and restated in its entirety (other than with respect to the exhibits thereto, which are incorporated by reference herein), pursuant to Rule 13d-2(e) of the Securities and Exchange Act of 1934, as amended.

Item 1. Security and Issuer.

This statement on Schedule 13D relates to Ordinary Shares, par value New Israeli Shekel 0.01 ("Ordinary Shares"), of Partner Communications Company Ltd., a company incorporated in Israel (the "Issuer"). The Issuer's principal executive office is 8 Amal Street, Afeq Industrial Park, Rosh Ha'ayin 48103, Israel.

Item 2. Identity and Background.

This statement is filed by HWL, HTA, Advent, Colonial and Cheung Kong.

HWL

The principal business of HWL is that of investment holding with diversified interests and activities in the following core businesses: ports and related services, telecommunications, property and hotels, retail and manufacturing, and energy, infrastructure, finance and investments. The principal business address of HWL is 22nd Floor, Hutchison House, 10 Harcourt Road, Hong Kong.

HWL indirectly owns 100% of the issued shares of HTA, Advent and Colonial. HWL's beneficial ownership reported herein is through its interests in HTA, Advent and Colonial.

The name, business address, citizenship and present principal occupation or employment of each executive officer and director of HWL and the name, principal business and address of any corporation or other organization in which such employment is conducted are set forth on Schedule I hereto and are incorporated herein by reference.

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During the past five years, neither HWL nor, to the best knowledge of HWL, any of its executive officers and directors has been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors) or has been a party to a civil proceeding of a judicial or administrative body of competent jurisdiction and as a

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result of such proceeding was or is subject to a judgement, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violation with respect to such laws.

HTA

The principal business of HTA is investment holding. The registered office address of HTA is Teleportboulevard 140, 1043EJ, Amsterdam, The Netherlands.

The name, business address, citizenship and present principal occupation or employment of each executive officer and director of HTA and the name, principal business and address of any corporation or other organization in which such employment is conducted are set forth on Schedule II hereto, respectively, and are incorporated herein by reference.

During the past five years, neither HTA nor, to the best knowledge of HTA, any of its executive officers or directors has been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors) or has been a party to a civil proceeding of a judicial or administrative body of competent jurisdiction and as a result of such proceeding was or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violation with respect to such laws.

Advent

The principal business of Advent is investment holding. The principal business address of Advent is 18th Floor, Two Harbourfront, 22 Tak Fung Street, Hunghom, Hong Kong.

The name, business address, citizenship and present principal occupation or employment of each executive officer and director of Advent and the name, principal business and address of any corporation or other organization in which such employment is conducted are set forth on Schedule III hereto, respectively, and are incorporated herein by reference.

During the past five years, neither Advent nor, to the best knowledge of Advent, any of its executive officers or directors has been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors) or has been a party to a civil proceeding of a judicial or administrative body of competent jurisdiction and as a result of such proceeding was or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violation with respect to such laws.

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Colonial

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The principal business of Colonial is investment holding. The registered office address of Colonial is 22nd Floor, Hutchison House, 10 Harcourt Road, Central, Hong Kong.

The name, business address, citizenship and present principal occupation or employment of each executive officer and director of Colonial and the name, principal business and address of any corporation or other organization in which such employment is conducted are set forth on Schedule IV hereto, respectively, and are incorporated herein by reference.

During the past five years, neither Colonial nor, to the best knowledge of Colonial, any of its executive officers or directors has been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors) or has been a party to a civil proceeding of a judicial or administrative body of competent jurisdiction and as a result of such proceeding was or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violation with respect to such laws.

Cheung Kong

The principal business of Cheung Kong is investment holding and project management, real estate property development and investment, real estate agency and management, hotel operation, and securities investment. The principal business address of Cheung Kong is 7th Floor, Cheung Kong Center, 2 Queen's Road Central, Hong Kong.

Cheung Kong owns 49.97% of the issued shares of HWL and may, pursuant to Rule 13d-3 ("Rule 13d-3") under the Securities Exchange Act of 1934, as amended (the "Exchange Act"), be deemed to control the voting and disposition of the Ordinary Shares beneficially owned by HWL, HTA, Advent and Colonial. However, Cheung Kong disclaims beneficial ownership of the Ordinary Shares beneficially owned by HWL, HTA, Advent and Colonial, and the filing of this statement shall in no way be construed as an admission that Cheung Kong is, for purposes of Section 13(d) or 13(g) of the Exchange Act, the beneficial owner of such Ordinary Shares.

The name, business address, citizenship and present principal occupation or employment of each executive officer and director of Cheung Kong and the name, principal business and address of any corporation or other organization in which such employment is conducted are set forth on Schedule V hereto and are incorporated herein by reference.

During the past five years, neither Cheung Kong nor, to the best knowledge of Cheung Kong, any of its executive officers or directors has been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors) or has

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been a party to a civil proceeding of a judicial or administrative body of competent jurisdiction and as a result of such proceeding was or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violation with respect to such laws.

Item 3. Source and Amount of Funds or Other Consideration.

On April 10, 2002, HTA, Matav Investments Limited ("Matav"), Matbit

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Telecommunication Systems Limited ("Matbit"), and Matav-Cable Systems Media Limited ("Matav-Cable") entered into a Share Purchase Agreement (the "Share Purchase Agreement"), pursuant to which HTA agreed to purchase 5,044,667 Ordinary Shares from Matav at a consideration of US\$22,849,819, or US\$4.5295 per Ordinary Share, and 8,734,001 Ordinary Shares from Matbit at a consideration of US\$39,560,658, or US\$ 4.5295 per Ordinary Share (the "Transaction"). The Transaction was completed on April 24, 2002. The source of funds used in the Transaction was the working capital of an indirect wholly-owned subsidiary of HWL.

Since the date of the Transaction, HTA has purchased an additional 2,331,344 Ordinary Shares through privately negotiated purchases of Ordinary Shares from the following Israeli-based employees of the Issuer: Yacov Kedmi; Roly Klinger; Yaakov Zakai; Chaim Romano; Dan Eldar; Ephraim Rosenhaus; Neomi Goldgevicht; Noam Man-El; Ran Gorodecki; Tirosh Menahem; Erez Benovich; and Amikam Cohen. The aggregate price paid by HTA in these purchases was US\$11,359,516.05. The price paid by HTA in each of these purchases was based on the then market value of the Issuer's American Depositary Shares (each representing one Ordinary Share) on or about the date the relevant securities were offered for sale to HTA. The source of funds used in such purchases was the working capital of an indirect wholly-owned subsidiary of HWL.

Item 4. Purpose of Transaction.

HWL, HTA, Advent, and Colonial currently own the Ordinary Shares reported herein for investment purposes only. Each of HWL, HTA, Advent, and Colonial intends to review from time to time its ownership of such shares and may, depending upon its evaluations of the business and prospects of the Issuer, or such other considerations as it may consider relevant, determine to increase, decrease or dispose of its holdings in the Ordinary Shares.

Other than as disclosed in Items 3, 4 and 6, the persons filing this Schedule have no plans or proposals that relate to or would result in:

- (a) The acquisition by any person of additional securities of the Issuer, or the disposition of securities of the Issuer;
 - (b) An extraordinary corporate transaction involving the Issuer or any of its subsidiaries;
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- (c) A sale or transfer of a material amount of assets of the Issuer or any of its subsidiaries;
 - (d) Any change in the present Board of Directors or management of the Issuer, including any plans or proposals to change the number or term of directors or to fill any existing vacancies on the Board;
 - (e) A material change in the present capitalization or dividend policy of the Issuer;
 - (f) Any other material change in the Issuer's business or corporate structure; changes in the Issuer's charter or bylaws or other actions that might impede the acquisition of control of the Issuer by any other person;
 - (g) Causing securities of the Issuer to be delisted from a national securities exchange or to cease to be authorized to be quoted in an interdealer quotation system of a registered national securities

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association;

- (h) Causing securities of the Issuer to be eligible for termination of registration pursuant to the Exchange Act, or any other similar action; or
- (i) A class of equity securities of the issuer becoming eligible for termination of registration pursuant to Section 12(g)(4) of the Exchange Act.

Item 5. Interest in Securities of the Issuer.

(a) - (b) HWL, through its ownership of HTA, Advent and Colonial, is deemed, for purposes of Rule 13d-3 under the Exchange Act, to be the beneficial owner of 78,731,196 Ordinary Shares, or 43.3% of the outstanding Ordinary Shares/1/, and to have shared power over the voting and disposition of such shares.

HTA is the beneficial owner of 16,110,012 Ordinary Shares, or 8.9% of the outstanding Ordinary Shares, and has shared power over the voting and disposition of such shares.

Advent is the beneficial owner of 62,621,183 Ordinary Shares, or 34.4% of the outstanding Ordinary Shares, and has shared power over the voting and disposition of such shares.

/1/ The shares reported herein do not include 225,000 American Depositary Shares in which Mr. Canning Fok, a director of HWL, Cheung Kong and Colonial, has a corporate interest, and 25,000 American Depositary Shares in which Mr. George Colin Magnus, a director of HWL and Cheung Kong, has a personal interest.

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Colonial is the beneficial owner of one Ordinary Share, or 0.0% of the outstanding Ordinary Shares, and has shared power over the voting and disposition of such share.

Cheung Kong, through its ownership of 49.97% of the issued shares of HWL, may be deemed to share voting and dispositive power over the Ordinary Shares beneficially owned by HWL, HTA, Advent, and Colonial. However, pursuant to Rule 13d-4 under the Exchange Act, Cheung Kong expressly disclaims beneficial ownership of such shares.

Except as described herein, none of HWL, HTA, Advent, Colonial or Cheung Kong nor, to the best knowledge of HWL, HTA, Advent, Colonial, and Cheung Kong, any executive officer or director of HWL, HTA, Advent, Colonial or Cheung Kong (i) beneficially owns any Ordinary Shares or American Depositary Shares of the Issuer as of the date hereof or (ii) has any right as of the date hereof to acquire, directly or indirectly, any beneficial ownership of Ordinary Shares or American Depositary Shares of the Issuer.

- (c) HTA has effected the following purchases of Ordinary Shares during the 60 days prior to the date hereof.

| Date of Purchase | Number of Ordinary | Price per Ordinary | Manner of Purchase |
|------------------|--------------------|--------------------|--------------------|
|------------------|--------------------|--------------------|--------------------|

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| | Shares Purchased | Share (US\$) | |
|--------------------|---------------------|-----------------|-------------------------------|
| August 27, 2003 | 86,666 | 5.18 | Privately negotiated purchase |
| September 30, 2003 | 1,000,000 | 5.40 | Privately negotiated purchase |

Except as set forth above, none of HWL, HTA, Advent, Colonial or Cheung Kong nor, to the best knowledge of HWL, HTA, Advent, Colonial, and Cheung Kong, any executive officer or director of HWL, HTA, Advent, Colonial or Cheung Kong has effected any transaction in Ordinary Shares or American Depositary Shares during the past 60 days.

(d) Not applicable.

(e) Not applicable.

Item 6. Contracts, Arrangements, Understandings or Relationships With Respect to Securities of the Issuer.

On April 10, 2002, HTA entered into the Share Purchase Agreement, pursuant to which it agreed to purchase 5,044,667 and 8,734,001 Ordinary Shares from Matav and Matbit, respectively, at a price of US\$4.5295 per Ordinary Share, for an aggregate of 13,778,668 Ordinary Shares and an aggregate consideration of US\$62,410,477. The Transaction was completed on April 24, 2002.

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Pursuant to the Share Purchase Agreement, HTA has: (i) pledged 9,871,066 Ordinary Shares, by way of a first ranking fixed pledge, assigned such Ordinary Shares, by way of charge as a first ranking fixed charge, and executed, and procured that the Issuer execute, two share pledge agreements in favor of a trustee relating to certain of the Ordinary Shares acquired by HTA in the Transaction; (ii) executed an agreement to be bound in all respects by the terms of a Relationship Agreement dated as of October 10, 1999 (as amended) (the "Relationship Agreement"), among Advent, Matbit, Matav, Elbit.COM Limited ("Elbit"), Eurocom Communications Limited ("Eurocom"), Polar Communications Limited ("Polar") and Tapuz Cellular Systems Limited ("Tapuz") (following the agreement of Eurocom, Polar and Tapuz on January 10, 2002 to be bound in all respects by the terms of the Relationship Agreement); and (iii) procured that Hutchison Telecommunications Ltd. guarantee the performance of the obligations of HTA under the Relationship Agreement.

In accordance with the requirements of the Share Purchase Agreement and a credit facility (the "Credit Facility") entered into by the Issuer on August 13, 1998 (as amended from time to time) with Bank Leumi Le-Israel B.M. ("Bank Leumi") and other banks named in the Credit Facility, HTA also entered into two share pledge agreements (each a "Share Pledge") on April 24, 2002 with Bank Leumi, as security trustee under the Credit Facility, whereby HTA granted first ranking pledges over 6,257,056 Ordinary Shares, in the case of the first Share Pledge, and 3,614,010 Ordinary Shares, in the case of the second Share Pledge, as part of the security given to the Security Trustee for the performance by the Issuer of its, and any of its subsidiaries', obligations under the Credit Facility.

Pursuant to the Share Purchase Agreement, Matav and Matbit have caused a person nominated by HTA to become a director of the Issuer in accordance with

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the terms of the Relationship Agreement. The Relationship Agreement allows Matav to assign to the transferee of all of its Ordinary Shares the right to nominate one representative to serve as director, and the transferee to whom such right is assigned shall be entitled to nominate one representative to serve as a director of the Issuer. In addition, Matav and Matbit have agreed to use their best efforts to transfer or assign to HTA the registration rights under a Registration Rights Agreement dated as of October 26, 1999, among the Issuer, Advent, Matbit, Tapuz Cellular Systems Limited Partnership and Matav (the "Registration Rights Agreement"), in respect of Ordinary Shares purchased from Matbit. The Registration Rights Agreement grants each party to the agreement certain rights to require the Issuer to register the transfer of Ordinary Shares held by them under the Securities Act of 1933, as amended.

As part of the Transaction, HTA also entered into a Supplemental Agreement (the "Supplemental Agreement") on April 24, 2002 with Matbit, Matav, Advent, Matav-Cable, and Elbit. Pursuant to the Supplemental Agreement, Matav irrevocably assigned to HTA the right to nominate a representative to serve as a director of the Issuer (which right HTA exercised, as described above) and waived its rights pursuant to the Relationship Agreement to appoint directors. Furthermore, Matbit and Matav have agreed not to take action or allow any event ("Bank of Israel Event") to occur

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which would cause the Issuer to become obliged, under applicable rules of the Bank of Israel which restrict loans to related parties, to repay amounts to, or alter the terms of any existing or subsequent credit facility with, any bank on terms substantially different from those applicable to other banks participating in such facility, or on terms which would not apply were it not for the application of such rules. In the event where such rules shall continue to apply, all parties to the Supplemental Agreement shall cooperate in good faith to reach an agreement to ensure that such repayment or alteration is avoided and each party shall indemnify the other parties in respect of any failure by it to cooperate.

As a further part of the Transaction, HTA also entered into an Amendment Agreement to the Relationship Agreement (the "Amendment Agreement") on April 24, 2002 with Matbit, Matav, Advent, Matav-Cable, Elbit, Eurocom, Polar and Tapuz. Pursuant to the Amendment Agreement, Matav and Eurocom each agree that any transfer by it of more than 4.99% of the Ordinary Shares together with the right to nominate a director to be appointed to the Issuer's board of directors shall be subject to the condition that such transfer shall not cause the occurrence of a Bank of Israel Event. The Amendment Agreement also amended certain of the detailed provisions in the Relationship Agreement regarding the circumstances when the Issuer's principal shareholders are, or are not, required to vote at general meetings in favor of nominees to the Issuer's board of directors of the "nominating parties", who are Advent, HTA, Elbit, Matav and Eurocom.

Of the 17 positions on the Issuer's board of directors, Advent has the right to nominate seven directors, pursuant to the Relationship Agreement, and HTA has the right to nominate one director, as described above. Six of the remaining nine directors may be nominated by the Issuer's other principal shareholders, and the remaining three directors are to be independent. Advent also has certain rights pursuant to the Relationship Agreement to nominate the Chairman of the Issuer's board of directors, Chief Financial Officer, and three of the eight members of the Issuer's Executive Committee.

Since the date of the Transaction, HTA has purchased a total of 2,331,344 Ordinary Shares through privately negotiated purchases from the

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persons named in Item 3 hereof.

In addition to the foregoing, some of the directors of the reporting persons beneficially own 13% Senior Subordinated Notes due 2010 (the "Notes") issued by the Issuer in August 2000. These Notes were acquired for personal investment and are beneficially owned by the following directors in the principal amount specified: Mr. Li Ka-shing - US\$1,500,000, Mr. Victor Li - US\$10,989,000, Mr. Canning Fok - US\$4,000,000 and Ms. Edith Shih - US\$200,000. Additionally, Rasven Investments S.A., a wholly-owned subsidiary of Cheung Kong, beneficially owns US\$33,700,000 in principal amount of the Notes.

Item 7. Material to be Filed as Exhibits.

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The documents which have been filed as Exhibits are listed in the Exhibit Index herein.

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SIGNATURE

After reasonable inquiry and to the best of its knowledge and belief, each party certifies that the information set forth in this Statement with respect to it is true, complete and correct.

Date: September 30, 2003

FOR AND ON BEHALF OF
HUTCHISON WHAMPOA LIMITED

By: /s/ Frank Sixt

Name: Frank Sixt
Title: Director

FOR AND ON BEHALF OF
HUTCHISON TELECOMMUNICATIONS
(AMSTERDAM) BV

By: /s/ Frank Sixt

Name: Frank Sixt
Title: Director

FOR AND ON BEHALF OF
ADVENT INVESTMENTS PTE LTD

By: /s/ Frank Sixt

Name: Frank Sixt
Title: Director

FOR AND ON BEHALF OF
COLONIAL NOMINEES LIMITED

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By: /s/ Frank Sixt

 Name: Frank Sixt
 Title: Director

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FOR AND ON BEHALF OF
 CHEUNG KONG (HOLDINGS) LIMITED

By: /s/ Frank Sixt

 Name: Frank Sixt
 Title: Director

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SCHEDULE I

Executive Officers and Directors of
 Hutchison Whampoa Limited
 As of September 25, 2003

| Name and Business Address/1a/ ----- | Citizenship ----- | Present Principal Occupation or Employment, Including Name, Principal Business and Address of Each Corporation or Organization ----- |
|--|----------------------|---|
| LI Ka-shing 7th Floor, Cheung Kong Center 2 Queen's Road Central Hong Kong | Hong Kong | Chairman, Hutchison Whampoa Limited Chairman, Cheung Kong (Holdings) Limited |
| LI Tzar Kuoi, Victor 7th Floor, Cheung Kong Center 2 Queen's Road Central Hong Kong | Hong Kong | Deputy Chairman and Executive Director, Hutchison Whampoa Limited Chairman, Cheung Kong Infrastructure Holdings Limited/2/ Chairman, CK Life Sciences Int'l., (Holdings) Inc. /9/ Co-Chairman, Husky Energy Inc./7/ Managing Director and Deputy Chairman, Cheung Kong (Holdings) Limited Executive Director, Hongkong Electric Holdings Limited/3/ Director, The Hongkong and Shanghai Banking Corporation Limited (banking), No. 1 Queen's Road Central, Hong Kong |

SCHEDULE I (continued)

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Executive Officers and Directors of
Hutchison Whampoa Limited
As of September 25, 2003

| Name and Business Address/1a/ ----- | Citizenship ----- | Present Principal Occupation or Employment, Including Name, Principal Business and Address of Each Corporation or Organization ----- |
|---|----------------------|--|
| FOK Kin-ning, Canning | British | Group Managing Director and Executive Director, Hutchison Whampoa Limited Chairman, Hutchison Telecommunications (Australia) Limited/4/ Chairman, Partner Communications Company Ltd./5/ Chairman, Hutchison Harbour Ring Limited/8/ Chairman, Vanda Systems & Communications Holdings Limited/10/ Co-Chairman, Husky Energy Inc./7/ Deputy Chairman, Cheung Kong Infrastructure Holdings Limited/2/ Deputy Chairman, Hongkong Electric Holdings Limited/3/ Non-executive Director, Cheung Kong (Holdings) Limited Director, Colonial Nominees Limited |
| CHOW WOO Mo Fong, Susan | British | Deputy Group Managing Director and Executive Director, Hutchison Whampoa Limited Executive Director, Cheung Kong Infrastructure Holdings Limited/2/ Executive Director, Hutchison Harbour Ring Limited/8/ Executive Director, Vanda Systems & Communications Holdings Limited/10/ Director, Hongkong Electric Holdings Limited/3/ Director, Partner Communications Company Ltd./5/ Non-executive Director, TOM.COM LIMITED/6/ Director, Advent Investments Pte Ltd Director, Colonial Nominees Limited Director, Hutchison Telecommunications (Amsterdam) B.V. |

SCHEDULE I (continued)

Executive Officers and Directors of
Hutchison Whampoa Limited
As of September 25, 2003

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| Name and Business Address/1a/ ----- | Citizenship ----- | Present Principal Occupation or Employment, Including Name, Principal Business and Address of Each Corporation or Organization ----- |
|---|----------------------|---|
| Frank John SIXT | Canadian | Group Finance Director and Executive Director, Hutchison Whampoa Limited Chairman, TOM.COM LIMITED/6/ Executive Director, Cheung Kong Infrastructure Holdings Limited/2/ Executive Director, Hongkong Electric Holdings Limited/3/ Director, Hutchison Telecommunications (Australia) Limited/4/ Director, Husky Energy Inc./7/ Director, Partner Communications Company Ltd./5/ Non-executive Director, Cheung Kong (Holdings) Limited Director, Advent Investments Pte Ltd Director, Colonial Nominees Limited Director, Hutchison Telecommunications (Amsterdam) B.V. |
| LAI Kai Ming, Dominic | Canadian | Executive Director, Hutchison Whampoa Limited Deputy Chairman, Hutchison Harbour Ring Limited/8/ Deputy Chairman, Vanda Systems & Communications Holdings Limited/10/ |
| George Colin MAGNUS 7th Floor, Cheung Kong Center 2 Queen's Road Central Hong Kong | British | Executive Director, Hutchison Whampoa Limited Chairman, Hongkong Electric Holdings Limited/3/ Deputy Chairman, Cheung Kong (Holdings) Limited Deputy Chairman, Cheung Kong Infrastructure Holdings Limited/2/ |

SCHEDULE I

Executive Officers and Directors of
Hutchison Whampoa Limited
As of September 25, 2003

| Name and Business Address/1a/ ----- | Citizenship ----- | Present Principal Occupation or Employment, Including Name, Principal Business and Address of Each Corporation or Organization ----- |
|---|----------------------|--|
| KAM Hing Lam 7th Floor, Cheung Kong Center | Hong Kong | Executive Director, Hutchison Whampoa Limited |

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2 Queen's Road Central
Hong Kong

Group Managing Director, Cheung
Kong Infrastructure Holdings Limited
President and Chief Executive Officer
CK Life Sciences Int'l., (Holdings)
Deputy Managing Director, Cheung
Kong (Holdings) Limited
Executive Director, Hongkong Electric
Holdings Limited/3/

Michael David KADOORIE
24th Floor, St. George's
Building, 2 Ice House Street
Central, Hong Kong

British

Independent Non-Executive Director,
Hutchison Whampoa Limited
Chairman, CLP Holdings Limited
(investment holding), 147 Argyle Street
Kowloon, Hong Kong
Chairman, The Hongkong and Shanghai
Hotels Limited (hotel catering and
estate), 8/th/ Floor, St. George's
Ice House Street, Central, Hong Kong
Chairman, Heliservices (Hong Kong)
Limited (provision of helicopter se
2107 St. George's Building, 2 Ice H
Street, Central, Hong Kong

LI Fook-wo
1416 Prince's Building
10 Chater Road
Hong Kong

British

Independent Non-Executive Director,
Hutchison Whampoa Limited
Director, The Bank of East Asia,
Limited (banking), No. 10 Des Voeux
Road Central, Hong Kong

SCHEDULE I (continued)

Executive Officers and Directors of
Hutchison Whampoa Limited
As of September 25, 2003

| Name and Business Address/1a/ ----- | Citizenship ----- | Present Principal Occupation or Employment, Including Name, Principal Business and Address of Each Corporation or Organization ----- |
|--|----------------------|---|
| Simon MURRAY Room 2108 Gloucester Tower The Landmark 15 Queen's Road Central Hong Kong | British | Non-Executive Director, Hutchison Whampoa Limited Chairman, General Enterprise Management Services Limited (investment fund), Room 2108 Gloucester Tower, The Landmark, 15 Queen's Road Central, Hong Kong Independent Non-executive Director, Cheung Kong (Holdings) Limited |
| OR Ching Fai, Raymond 1 Queen's Road Central Hong Kong | British | Independent Non-Executive Director, Hutchison Whampoa Limited General Manager, The Hongkong and Shanghai Banking Corporation Limited (banking), 1 Queen's Road Central, Hong |

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Kong

SCHEDULE I (continued)

Executive Officers and Directors of
Hutchison Whampoa Limited
As of September 25, 2003

| Name and Business Address/1a/ ----- | Citizenship ----- | Present Principal Occupation or Employment, Including Name, Principal Business and Address of Each Corporation or Organization ----- |
|--|----------------------|--|
| William SHURNIAK | Canadian | Independent Non-Executive Director, Hutchison Whampoa Limited Chairman, ETSA Utilities (operation of electricity distribution network in Australia), 1 Anzac Highway, Keswick, South Australia 5035, Australia Chairman, Powercor Australia Ltd. (operation of electricity distribution network in Australia), Level 9, 40 Market Street, Melbourne, Victoria 3000, Australia Chairman, CitiPower Pty Ltd. (operation of electricity distribution network in Australia) Level 9, 40 Market Street, Melbourne, Victoria 3000, Australia Deputy Chairman, Husky Energy Inc./7/ |
| Peter Alan Lee VINE Suite 1005 World Wide House 19 Des Voeux Road Central Hong Kong | British | Non-Executive Director, Hutchison Whampoa Limited Director, Liu Chong Hing Investments Limited (investments), 24 Des Voeux Road Central, Hong Kong Director, Liu Chong Hing Bank Limited (banking), 24 Des Voeux Road Central, Hong Kong Solicitor |
| WONG Chung Hin 1225 Prince's Building 10 Chater Road Hong Kong | British | Non-Executive Director, Hutchison Whampoa Limited Director, The Bank of East Asia, Limited (banking), No. 10 Des Voeux Road Central, Hong Kong Director, Hongkong Electric Holdings Limited/3/ |

SCHEDULE II

Executive Officers and Directors of

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Hutchison Telecommunications (Amsterdam) B.V.
As of September 25, 2003

| Name and Business Address/1a/ ----- | Citizenship ----- | Present Principal Occupation or Employment, Including Name, Principal Business and Address of Each Corporation or Organization ----- |
|---|----------------------|---|
| CHOW WOO Mo Fong, Susan | British | Director, Hutchison Telecommunications (Amsterdam) B.V. Deputy Group Managing Director and Executive Director, Hutchison Whampoa Limited Executive Director, Cheung Kong Infrastructure Holdings Limited/2/ Executive Director, Hutchison Harbour Ring Limited/8/ Executive Director, Vanda Systems & Communications Holdings Limited/10/ Director, Hongkong Electric Holdings Limited/3/ Director, Partner Communications Company Ltd./5/ Non-executive Director, TOM.COM LIMITED/6/ Director, Advent Investments Pte Ltd Director, Colonial Nominees Limited |
| Frank John SIXT | Canadian | Director, Hutchison Telecommunications (Amsterdam) B.V. Group Finance Director and Executive Director, Hutchison Whampoa Limited Chairman, TOM.COM LIMITED/6/ Executive Director, Cheung Kong Infrastructure Holdings Limited/2/ Executive Director, Hongkong Electric Holdings Limited/3/ Director, Hutchison Telecommunications (Australia) Limited/4/ Director, Husky Energy Inc./7/ Director, Partner Communications Company Ltd./5/ Non-executive Director, Cheung Kong (Holdings) Limited Director, Advent Investments Pte Ltd Director, Colonial Nominees Limited |

SCHEDULE II (continued)

Executive Officers and Directors of
Hutchison Telecommunications (Amsterdam) B.V.
As of September 25, 2003

Present Principal Occupation or

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| Name and Business Address/1a/ ----- | Citizenship ----- | Employment, Including Name, Principal Business and Address of Each Corporation or Organization ----- |
|--|----------------------|---|
| Edith SHIH | Chinese | Director, Hutchison Telecommunications (Amsterdam) B.V. Head Group General Counsel & Company Secretary, Hutchison Whampoa Limited Executive Director & Company Secretary, Hutchison Harbour Ring Limited/8/ Executive Director, Hutchison International Limited Director, Colonial Nominees Limited |
| LUI Pok-Man, Dennis 18/F., Two Harbourfront 22 Tak Fung Street Hungom, Kowloon Hong Kong | Canadian | Director, Hutchison Telecommunications (Amsterdam) B.V. Joint Group Managing Director, Hutchison Telecommunications International Limited Director, Hutchison Telecommunications (Australia) Limited/4/ |
| KHOO Chek Ngee 18/F., Two Harbourfront 22 Tak Fung Street Hungom, Kowloon Hong Kong | Singaporean | Director, Hutchison Telecommunications (Amsterdam) B.V. Joint Group Managing Director, Hutchison Telecommunications International Limited Director, Partner Communications Company Ltd./5/ Director, Advent Investments Pte Ltd |
| CHAN Ting Yu 18/F., Two Harbourfront 22 Tak Fung Street Hungom, Kowloon Hong Kong | New Zealander | Director, Hutchison Telecommunications (Amsterdam) B.V. Deputy Group Managing Director, Hutchison Telecommunications International Limited Director, Hutchison Telecommunications (Australia) Limited/4/ Director, Partner Communications Company Ltd./5/ Director, Advent Investments Pte Ltd |

SCHEDULE II (continued)

Executive Officers and Directors of
Hutchison Telecommunications (Amsterdam) B.V.
As of September 25, 2003

| Name and Business Address/1a/ ----- | Citizenship ----- | Present Principal Occupation or Employment, Including Name, Principal Business and Address of Each Corporation or Organization ----- |
|--|----------------------|--|
| Intra Beheer B.V. Teleportboulevard 140 | Netherlands | Director, Hutchison Telecommunications (Amsterdam) B.V. |

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1043 EJ Amsterdam
The Netherlands

SCHEDULE III

Executive Officers and Directors of
Advent Investments Pte Ltd
As of September 25, 2003

| Name and Business Address/1a/ ----- | Citizenship ----- | Present Principal Occupation or Employment, Including Name, Principal Business and Address of Each Corporation or Organization ----- |
|---|----------------------|---|
| CHOW WOO Mo Fong, Susan | British | Director, Advent Investments Pte Ltd Deputy Group Managing Director and Executive Director, Hutchison Whampoa Limited Executive Director, Cheung Kong Infrastructure Holdings Limited/2/ Executive Director, Hutchison Harbour Ring Limited/8/ Executive Director, Vanda Systems & Communications Holdings Limited/10/ Director, Hongkong Electric Holdings Limited/3/ Director, Partner Communications Company Ltd./5/ Non-executive Director, TOM.COM LIMITED/6/ Director, Colonial Nominees Limited Director, Hutchison Telecommunications (Amsterdam) B.V. |

SCHEDULE III (continued)

Executive Officers and Directors of
Advent Investments Pte Ltd
As of September 25, 2003

| Name and Business Address/1a/ ----- | Citizenship ----- | Present Principal Occupation or Employment, Including Name, Principal Business and Address of Each Corporation or Organization ----- |
|---|----------------------|---|
| Frank John SIXT | Canadian | Director, Advent Investments Pte Ltd Group Finance Director and Executive Director, Hutchison Whampoa Limited Chairman, TOM.COM LIMITED/6/ |

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Executive Director, Cheung Kong
Infrastructure Holdings Limited/2/
Executive Director, Hongkong Electric
Holdings Limited/3/
Director, Hutchison Telecommunications
(Australia) Limited/4/
Director, Husky Energy Inc./7/
Director, Partner Communications
Company Ltd./5/
Non-executive Director, Cheung Kong
(Holdings) Limited
Director, Colonial Nominees Limited
Director, Hutchison Telecommunications
(Amsterdam) B.V.

SCHEDULE III (continued)

Executive Officers and Directors of
Advent Investments Pte Ltd
As of September 25, 2003

| Name and Business Address/1a/ ----- | Citizenship ----- | Present Principal Occupation or Employment, Including Name, Principal Business and Address of Each Corporation or Organization ----- |
|--|----------------------|---|
| KHOO Chek Ngee 18/F., Two Harbourfront 22 Tak Fung Street Hunghom, Kowloon Hong Kong | Singaporean | Director, Advent Investments Pte Ltd Joint Group Managing Director, Hutchison Telecommunications International Limited Director, Partner Communications Company Ltd./5/ Director, Hutchison Telecommunications (Amsterdam) B.V. |
| CHAN Ting Yu 18/F., Two Harbourfront 22 Tak Fung Street Hunghom, Kowloon Hong Kong | New Zealander | Director, Advent Investments Pte Ltd Deputy Group Managing Director, Hutchison Telecommunications International Limited Director, Hutchison Telecommunications (Australia) Limited/4/ Director, Partner Communications Company Ltd./5/ Director, Hutchison Telecommunications (Amsterdam) B.V. |
| SNG Cheng Khoong, Robin 5000D #12-14 Marine Parade Road, Singapore 449287 | Singaporean | Director, Advent Investments Pte Ltd Managing Director, Copthorne International Investment Ltd (fund management), 150 Beach Road #17-06 Singapore 259720 |

SCHEDULE IV

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Executive Officers and Directors of
Colonial Nominees Limited
As of September 25, 2003

| Name and Business Address/1a/ ----- | Citizenship ----- | Present Principal Occupation or Employment, Including Name, Principal Business and Address of Each Corporation or Organization ----- |
|---|----------------------|---|
| FOK Kin-ning, Canning | British | Director, Colonial Nominees Limited Group Managing Director and Executive Director, Hutchison Whampoa Limited Chairman, Hutchison Telecommunications (Australia) Limited/4/ Chairman, Partner Communications Company Ltd./5/ Chairman, Hutchison Harbour Ring Limited/8/ Chairman, Vanda Systems & Communications Holdings Limited/10/ Co-Chairman, Husky Energy Inc./7/ Deputy Chairman, Cheung Kong Infrastructure Holdings Limited/2/ Deputy Chairman, Hongkong Electric Holdings Limited/3/ Non-executive Director, Cheung Kong (Holdings) Limited |

SCHEDULE IV (continued)

Executive Officers and Directors of
Colonial Nominees Limited
As of September 25, 2003

| Name and Business Address/1a/ ----- | Citizenship ----- | Present Principal Occupation or Employment, Including Name, Principal Business and Address of Each Corporation or Organization ----- |
|---|----------------------|--|
| CHOW WOO Mo Fong, Susan | British | Director, Colonial Nominees Limited Deputy Group Managing Director and Executive Director, Hutchison Whampoa Limited Executive Director, Cheung Kong Infrastructure Holdings Limited/2/ Executive Director, Hutchison Harbour Ring Limited/8/ Executive Director, Vanda Systems & Communications Holdings Limited/10/ Director, Hongkong Electric Holdings Limited/3/ Director, Partner Communications |

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Company Ltd./5/
 Non-executive Director, TOM.COM
 LIMITED/6/
 Director, Advent Investments Pte Ltd
 Director, Hutchison Telecommunications
 (Amsterdam) B.V.

SCHEDULE IV (continued)

Executive Officers and Directors of
 Colonial Nominees Limited
 As of September 25, 2003

| Name and Business Address/1a/ ----- | Citizenship ----- | Present Principal Occupation or Employment, Including Name, Principal Business and Address of Each Corporation or Organization ----- |
|---|----------------------|---|
| Frank John SIXT | Canadian | Director, Colonial Nominees Limited Group Finance Director and Executive Director, Hutchison Whampoa Limited Chairman, TOM.COM LIMITED/6/ Executive Director, Cheung Kong Infrastructure Holdings Limited/2/ Executive Director, Hongkong Electric Holdings Limited/3/ Director, Hutchison Telecommunications (Australia) Limited/4/ Director, Husky Energy Inc./7/ Director, Partner Communications Company Ltd./5/ Non-executive Director, Cheung Kong (Holdings) Limited Director, Advent Investments Pte Ltd Director, Hutchison Telecommunications (Amsterdam) B.V. |
| Edith SHIH | Chinese | Director, Colonial Nominees Limited Head Group General Counsel & Company Secretary, Hutchison Whampoa Limited Executive Director & Company Secretary, Hutchison Harbour Ring Limited/8/ Executive Director, Hutchison International Limited Director, Hutchison Telecommunications (Amsterdam) B.V. |

SCHEDULE V

Executive Officers and Directors of
 Cheung Kong (Holdings) Limited
 As of September 25, 2003

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| Name and Business Address/1b/ ----- | Citizenship ----- | Present Principal Occupation or Employment, Including Name, Principal Business and Address of Each Corporation or Organization ----- |
|---|----------------------|---|
| LI Ka-shing | Hong Kong | Chairman, Cheung Kong (Holdings) Limited Chairman, Hutchison Whampoa Limited |
| LI Tzar Kuoi, Victor | Hong Kong | Managing Director and Deputy Chairman, Cheung Kong (Holdings) Limited Chairman, Cheung Kong Infrastructure Holdings Limited/2/ Chairman, CK Life Sciences Int'l., (Holdings) Inc./9/ Deputy Chairman and Executive Director, Hutchison Whampoa Limited Co-Chairman, Husky Energy Inc./7/ Executive Director, Hongkong Electric Holdings Limited/3/ Director, The Hongkong and Shanghai Banking Corporation Limited (banking), No. 1 Queen's Road Central, Hong Kong |
| George Colin MAGNUS | British | Deputy Chairman, Cheung Kong (Holdings) Limited Chairman, Hongkong Electric Holdings Limited/3/ Deputy Chairman, Cheung Kong Infrastructure Holdings Limited/2/ Executive Director, Hutchison Whampoa Limited |

SCHEDULE V (continued)

Executive Officers and Directors of
Cheung Kong (Holdings) Limited
As of September 25, 2003

| Name and Business Address /1b/ ----- | Citizenship ----- | Present Principal Occupation or Employment, Including Name, Principal Business and Address of Each Corporation or Organization ----- |
|--|----------------------|--|
| KAM Hing Lam | Hong Kong | Deputy Managing Director, Cheung Kong (Holdings) Limited Group Managing Director, Cheung Kong Infrastructure Holdings Limited/2/ President and Chief Executive Officer, CK Life Sciences Int'l., (Holdings) Inc. /9/ Executive Director, Hutchison Whampoa Limited Executive Director, Hongkong Electric |

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| | | |
|------------------------|-----------|---|
| | | Holdings Limited/3/ |
| CHUNG Sun Keung, Davy | Hong Kong | Executive Director, Cheung Kong (Holdings) Limited |
| IP Tak Chuen, Edmond | Hong Kong | Executive Director, Cheung Kong (Holdings) Limited Deputy Chairman, Cheung Kong Infrastructure Holdings Limited/2/ Senior Vice President and Chief Investment Officer, CK Life Sciences Int'l., (Holdings) Inc. /9/ Non-executive Director, TOM.COM LIMITED/6/ |
| PAU Yee Wan, Ezra | Hong Kong | Executive Director, Cheung Kong (Holdings) Limited |
| WOO Chia Ching, Grace | U.S.A. | Executive Director, Cheung Kong (Holdings) Limited |
| CHIU Kwok Hung, Justin | Canadian | Executive Director, Cheung Kong (Holdings) Limited |

SCHEDULE V (continued)

Executive Officers and Directors of
Cheung Kong (Holdings) Limited
As of September 25, 2003

| Name and Business Address/lb/ ----- | Citizenship ----- | Present Principal Occupation or Employment, Including Name, Principal Business and Address of Each Corporation or Organization ----- |
|---|----------------------|---|
| LEUNG Siu Hon 502 Aon China Building 29 Queen's Road Central Hong Kong | British | Independent Non-executive Director, Cheung Kong (Holdings) Limited Consultant, Messrs. S.H. Leung & Co. (solicitors' firm), 502 Aon China Building, 29 Queen's Road Central, Hong Kong |
| FOK Kin-ning, Canning 22nd Floor, Hutchison House 10 Harcourt Road Hong Kong | British | Non-executive Director, Cheung Kong (Holdings) Limited Chairman, Hutchison Telecommunications (Australia) Limited/4/ Chairman, Partner Communications Company Ltd./5/ Chairman, Hutchison Harbour Ring Limited/8/ Chairman, Vanda Systems & Communications Holdings Limited/10/ Co-Chairman, Husky Energy Inc./7/ |

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Deputy Chairman, Cheung Kong
Infrastructure Holdings Limited/2/
Deputy Chairman, Hongkong Electric
Holdings Limited/3/
Group Managing Director and Executive
Director, Hutchison Whampoa Limited
Director, Colonial Nominees Limited

SCHEDULE V (continued)

Executive Officers and Directors of
Cheung Kong (Holdings) Limited
As of September 25, 2003

| Name and Business Address/lb/ ----- | Citizenship ----- | Present Principal Occupation or Employment, Including Name, Principal Business and Address of Each Corporation or Organization ----- |
|---|----------------------|---|
| Frank John SIXT 22nd Floor, Hutchison House 10 Harcourt Road Hong Kong | Canadian | Non-executive Director, Cheung Kong (Holdings) Limited Chairman, TOM.COM LIMITED/6/ Group Finance Director and Executive Director, Hutchison Whampoa Limited Executive Director, Cheung Kong Infrastructure Holdings Limited/2/ Executive Director, Hongkong Electric Holdings Limited/3/ Director, Hutchison Telecommunications (Australia) Limited/4/ Director, Husky Energy Inc./7/ Director, Partner Communications Company Ltd./5/ Director, Advent Investments Pte Ltd Director, Colonial Nominees Limited Director, Hutchison Telecommunications (Amsterdam) B.V. |
| CHOW Kun Chee, Roland 602 Aon China Building 29 Queen's Road Central Hong Kong | British | Independent Non-executive Director, Cheung Kong (Holdings) Limited Consultant, Herbert Tsoi and Partners (solicitors' firm), 602 Aon China Building, 29 Queen's Road Central, Hong Kong |

SCHEDULE V (continued)

Executive Officers and Directors of
Cheung Kong (Holdings) Limited
As of September 25, 2003

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| Name and Business Address/lb/ ----- | Citizenship ----- | Present Principal Occupation or Employment, Including Name, Principal Business and Address of Each Corporation or Organization ----- |
|---|----------------------|---|
| WONG Yick-ming, Rosanna Room 906, Duke of Windsor Social Service Building 15 Hennessy Road Wanchai, Hong Kong | Hong Kong | Independent Non-executive Director, Cheung Kong (Holdings) Limited Member of the National Committee of the Chinese People's Political Consultative Conference Executive Director, Hong Kong Federation of Youth Groups (charitable organisation), Room 906, Duke of Windsor Social Service Building, 15 Hennessy Road, Wanchai, Hong Kong Director, The Hongkong and Shanghai Banking Corporation Limited (banking), No. 1 Queen's Road Central, Hong Kong Chairman, Education Commission of the Hong Kong Special Administrative Region |
| HUNG Siu-lin, Katherine | Hong Kong | Non-executive Director, Cheung Kong (Holdings) Limited |
| YEH Yuan Chang, Anthony 26th Floor, Tower A Regent Centre 63 Wo Yi Hop Road Kwai Chung Hong Kong | Hong Kong | Independent Non-executive Director, Cheung Kong (Holdings) Limited Honorary Life President, Tai Ping Carpets International Limited (carpet Manufacturing), 26th Floor, Tower A, Regent Centre, 63 Wo Yi Hop Road, Kwai Chung, Hong Kong |

SCHEDULE V (continued)

Executive Officers and Directors of
Cheung Kong (Holdings) Limited
As of September 25, 2003

| Name and Business Address/lb/ ----- | Citizenship ----- | Present Principal Occupation or Employment, Including Name, Principal Business and Address of Each Corporation or Organization ----- |
|---|----------------------|--|
| CHOW Nin Mow, Albert 2602 Henley Building 5 Queen's Road Central Hong Kong | British | Non-executive Director, Cheung Kong (Holdings) Limited Chairman & Managing Director, Wah Yip (Holdings) Limited (property development and investment), 2602 Henley Building, 5 Queen's Road Central, Hong Kong |
| Simon MURRAY Room 2108 Gloucester Tower The Landmark | British | Independent Non-executive Director, Cheung Kong (Holdings) Limited Chairman, General Enterprise Management |

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15 Queen's Road Central
Hong Kong

Services Limited (investment fund),
Room 2108 Gloucester Tower, The
Landmark, 15 Queen's Road Central,
Hong Kong
Non-Executive Director, Hutchison
Whampoa Limited

KWOK Tun-li, Stanley
Ste 970-355 Burrard Street
Vancouver, British Columbia
V6C 2G8, Canada

Canadian

Independent Non-executive Director,
Cheung Kong (Holdings) Limited
Director, Amara International Investment
Corporation (investment holdings),
Ste 970-355 Burrard Street, Vancouver,
British Columbia, V6C 2G8, Canada

Notes:-

- 1a. Unless otherwise indicated, the business address of each of the named persons is 22nd Floor, Hutchison House, 10 Harcourt Road, Hong Kong.
- 1b. Unless otherwise indicated, the business address of each of the named persons is 7th Floor, Cheung Kong Center, 2 Queen's Road Central, Hong Kong.
2. The principal business address of Cheung Kong Infrastructure Holdings Limited is 12th Floor, Cheung Kong Center, 2 Queen's Road Central, Hong Kong. The principal business of Cheung Kong Infrastructure Holdings Limited is the development, investment and operation of infrastructure businesses in Hong Kong, the PRC and Australia.
3. The principal business address of Hongkong Electric Holdings Limited is 44 Kennedy Road, Hong Kong. The principal business of Hongkong Electric Holdings Limited is generation and supply of electricity.
4. The principal business address of Hutchison Telecommunications (Australia) Limited is Building A, 207 Pacific Highway, St. Leonards NSW 2065, Sydney, Australia. The principal business of Hutchison Telecommunications (Australia) Limited is telecommunications.
5. The principal business address of Partner Communications Company Ltd. is 8 Amal Street, Afeq Industrial Park, Rosh Ha'ayin 48103, Israel. The principal business of Partner Communications Company Ltd. is cellular mobile telephone services.
6. The principal business address of TOM.COM LIMITED is 48/F., The Center, 99 Queen's Road Central, Hong Kong. The principal business of TOM.COM LIMITED is the development of software and computer network systems and provision of related services, events production and the operation of an Internet portal delivering Internet infotainment, contents and services.
7. The principal business address of Husky Energy Inc. is 707-8th Avenue S.W., Box 6525 Station D, Calgary, Alberta, Canada, T2P 3G7. The principal business of Husky Energy Inc. is investment in oil and gas.
8. The principal business address of Hutchison Harbour Ring Limited is 22nd Floor, Hutchison House, 10 Harcourt Road, Hong Kong. The principal business of Hutchison Harbour Ring Limited is the manufacturing and trading of toys, property investments and the Internet B2B businesses.
9. The principal business address of CK Life Sciences Int'l., (Holdings)

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Inc. is 2 Dai Fu Street, Tai Po Industrial Estate, Hong Kong. The principal business of CK Life

Sciences Int'l., (Holdings) Inc. is research and development, commercialization, marketing and sale of biotechnology products.

10. The principal business address of Vanda Systems & Communications Holdings Limited is Lincoln House 408, Taikoo Place, 979 King's Road, Quarry Bay, Hong Kong. The principal business of Vanda Systems & Communications Holdings Limited is IT solutions provider primarily engaged in the business of systems infrastructure and application solutions services.

EXHIBIT INDEX

| Exhibit No. | Description |
|-------------|--|
| 1. | Agreement with respect to filing of Schedule 13D.* |
| 2. | Relationship Agreement, dated as of October 10, 1999, by and among Advent Investments Pte Ltd, Matbit Telecommunication Systems Limited, Matav Investments Limited, Elbit.COM Limited and Tapuz Cellular Systems Limited Partnership.* |
| 3. | Registration Rights Agreement, dated as of October 26, 1999, by and among Partner Communications Company Ltd., Advent Investments Pte Ltd, Matbit Telecommunication Systems Limited, Tapuz Cellular Systems Limited Partnership and Matav Investments Limited.* |
| 4. | Share Purchase Agreement, dated as of April 10, 2001, by and among Matav Investments Limited, Matbit Telecommunication Systems Limited, Hutchison Telecommunications (Amsterdam) BV, Matav-Cable Systems Media Limited.* |
| 5. | Supplemental Agreement, dated as of April 24, 2001, by and among Matbit Telecommunication Systems Limited, Matav Investments Limited, Elbit.COM Limited, Advent Investments Pte Ltd, Hutchison Telecommunications (Amsterdam) BV and Matav-Cable Systems Media Limited.* |
| 6. | Amendment Agreement to the Relationship Agreement entered into on April 24, 2002 between Matbit Telecommunications Systems Limited, Matav Investments Limited, Advent Investments Pte Ltd, Hutchison Telecommunications (Amsterdam) BV, Matav-Cable Systems Media Limited, Elbit.COM Limited, Eurocom Communications Limited, Polar Communications Limited and Tapuz Cellular Systems Limited. * |
| 7. | Share Pledge entered into on April 24, 2002 between Hutchison Telecommunications (Amsterdam) BV and Bank Leumi Le-Israel B.M. in respect of the pledge of 6,257,056 shares in the Issuer.* |

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8. Share Pledge entered into on April 24, 2002 between Hutchison Telecommunications (Amsterdam) BV and Bank Leumi Le-Israel B.M. in respect of the pledge of 3,614,010 shares in the Issuer.*

* Previously filed with the Statement on Schedule 13D filed jointly by HWL, HTA, Advent, Colonial and Cheung Kong with the Securities and Exchange Commission on May 3, 2002, and incorporated by reference herein.